

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. Grace & Co., <u>et al.</u> ,	)	Case No. 01-01139 (KJC)
	)	(Jointly Administered)
	)	
Debtors.	)	<b>Objection Deadline: June 6, 2014 at 4:00 p.m.</b>
	)	<b>Hearing Date: October 14, 2014 at 10:00 a.m.</b>

**FINAL APPLICATION SUMMARY OF RICHARDSON PATRICK  
WESTBROOK & BRICKMAN FOR COMPENSATION FOR SERVICES AND  
REIMBURSEMENT OF EXPENSES AS ZAI LEAD SPECIAL COUNSEL FOR  
THE ZONOLITE ATTIC INSULATION CLAIMANTS**

Name of Applicant:	Richardson Patrick Westbrook & Brickman, LLC
Authorized to Provide Professional Services to:	Zonolite Attic Insulation Claimants
Date of Appointment:	Appointment Order effective As of July 22, 2002
Period for which compensation and Reimbursement is sought:	July 22, 2002 through September 30, 2007
Amount of Compensation sought as actual, Reasonable, and necessary:	\$ 2,729,034.75
Amount of Expenses Reimbursement:	\$ 688,699.19
This is a(n):	<input type="checkbox"/> Monthly <input type="checkbox"/> Quarterly <input type="checkbox"/> Interim <input checked="" type="checkbox"/> Final Application

**PRIOR MONTHLY APPLICATIONS**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees</b>	<b>Requested Expenses</b>	<b>Approved and Paid Fees</b>	<b>Approved and Paid Expenses</b>
October 31, 2002	7/22/02 – 9/30/02	\$170,069.50	\$42,828.33	\$170,069.50	\$42,828.33
December 2, 2002	10/01/02-10/31/02	\$163,682.00	\$35,319.00	\$163,682.00	\$35,319.00
January 8, 2003	11/01/02-11/30/02	\$115,319.00	\$5,714.09	\$115,319.00	\$5,714.09
February 17, 2003	12/01/02-12/31/02	\$104,018.00	\$32,439.18	\$104,018.00	\$32,439.18
March 12, 2003	01/01/03-01/31/03	\$142,944.50	\$68,022.89	\$142,944.50	\$68,022.89
April 8, 2003	02/01/03-02/28/03	\$217,149.00	\$31,928.29	\$217,149.00	\$31,928.29
May 16, 2003	03/01/03-03/31/03	\$248,048.00	\$66,978.32	\$248,048.00	\$66,978.32
July 1, 2003	04/01/03-04/30/03	\$102,950.00	\$149,727.83	\$102,950.00	\$149,727.83
July 21, 2003	05/01/03-05/31/03	\$174,462.25	\$48,658.57	\$174,462.25	\$48,658.57
August 15, 2003	06/01/03-06/30/03	\$202,080.25	\$71,550.40	\$202,080.25	\$71,550.40
September 15, 2003	07/01/03-07/31/03	\$126,035.00	\$25,802.60	\$126,035.00	\$25,802.60
October 23, 2003	08/01/03-08/30/03	\$121,733.75	\$26,563.23	\$121,733.75	\$26,563.23
November 12, 2003	09/01/03-09/30/03	\$69,708.00	\$19,989.71	\$66,513.01	\$19,989.71
December 8, 2003	10/01/03-10/30/03	\$24,786.50	\$5,853.38	\$24,786.50	\$5,853.38
February 8, 2004	11/01/03-11/30/03	\$13,566.00	\$106.03	\$13,566.00	\$106.30
February 8, 2004	12/01/03-12/31/03	\$12,107.50	\$11,256.59	\$12,107.50	\$11,256.59
April 21, 2004	01/01/04-01/31/04	\$17,311.00	\$1,427.54	\$17,311.00	\$1,427.54
April 21, 2004	02/01/04-02/29/04	\$36,536.50	\$3,023.68	\$36,536.50	\$3,023.68
July 23, 2004	03/01/04-03/31/04	\$6,212.50	\$100.02	\$6,212.50	\$100.02
August 17, 2004	04/01/04-04/30/04	\$327.50	\$ 0	\$327.50	\$ 0
August 17, 2004	05/01/04-05/31/04	\$1,962.50	\$ 0	\$1,962.50	\$ 0
August 17, 2004	06/01/04-06/20/04	\$24,797.50	\$ 0	\$24,797.50	\$ 0
October 25, 2004	7/1/04-7/31/04	\$12,247.50	\$0	\$12,247.50	\$ 0
October 25, 2004	8/1/04-8/31/04	\$13,955.00	\$0	\$13,955.00	\$ 0

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved and Paid Fees	Approved and Paid Expenses
November 23, 2004	9/1/04-9/30/04	\$31,334.00	\$374.29	\$31,334.00	\$374.29
November 23, 2004	10/1/04-10/31/04	\$210,386.00	\$23,723.43	\$210,386.00	\$21,705.95
January 12, 2005	11/1/04-11/30/04	\$23,932.50	\$13,414.72	\$23,932.50	\$13,414.72
January 12, 2005	12/1/04-12/31/04	\$9,507.50	\$145.53	\$9,507.50	\$145.53
February 28, 2005	1/1/05-1/31/05	\$14,257.50	\$1,109.11	\$4,257.50	\$1,109.11
March 29, 2005	2/1/05-2/28/05	\$7,082.50	\$33.46	\$7,082.50	\$33.46
May 10, 2005	3/1/05-3/31/05	\$13,675.00	\$954.22	\$13,675.00	\$954.22
August 19, 2005	4/1/05-4/30/05	\$7,500.00	\$7.60	\$7,500.00	\$7.60
August 19, 2005	5/1/05-5/31/05	\$7,662.50	\$29.60	\$7,662.50	\$29.60
August 25, 2005	6/1/05-6/30/05	\$5,187.50	\$ 0	\$5,187.50	\$ 0
October 25, 2005	7/1/05-7/30/05	\$2,595.00	\$ 0	\$2,595.00	\$ 0
November 10, 2005	8/1/05-8/31/05	\$7,430.00	\$401.08	\$7,430.00	\$401.08
November 10, 2005	9/1/05-9/30/05	\$6,562.50	\$ 0	\$6,562.50	\$ 0
January 20, 2006	10/1/05-10/31/05	\$4,630.00	\$ 0	\$4,630.00	\$ 0
January 20, 2006	11/1/05-11/30/05	\$8,710.00	\$ 0	\$8,710.00	\$ 0
January 20, 2006	12/1/05-12/31/05	\$4,312.00	\$ 0	\$4,312.00	\$ 0
March 10, 2006	1/1/06-1/31/06	\$7,125.00	\$ 38.40	\$7,125.00	\$ 38.40
November 15, 2006	2/1/06-2/28/06	\$10,907.50	\$ 0	\$10,907.50	\$ 0
November 15, 2006	3/1/06-3/31/06	\$6,975.00	\$ 0	\$6,975.00	\$ 0
November 3, 2006	4/1/06-4/30/06	\$6,125.00	\$ 0	\$6,125.00	\$ 0
November 3, 2006	5/1/06-5/31/06	\$5,125.00	\$ 0	\$5,125.00	\$ 0
November 3, 2006	6/1/06-6/30/06	\$4,312.50	\$ 0	\$4,312.50	\$ 0
November 23, 2006	7/1/06-7/31/06	\$2,250.00	\$ 0	\$2,250.00	\$ 0
November 23, 2006	8/1/06-8/31/06	\$4,125.00	\$ 0	\$4,125.00	\$ 0
November 23, 2006	9/1/06-9/30/06	\$5,937.50	\$ 0	\$5,937.50	\$ 0
May 29, 2007	10/1/06-10/30/06	\$6,500.00	\$ 0	\$6,500.00	\$ 0

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved and Paid Fees	Approved and Paid Expenses
May 29, 2007	11/1/06-11/30/06	\$4,750.00	\$ 0	\$4,750.00	\$ 0
May 29, 2007	12/1/06-12/31/06	\$22,917.50	\$ 0	\$22,917.50	\$ 0
July 20, 2007	1/1/07-1/31/07	\$57,062.50	\$ 0	\$57,062.50	\$ 0
July 20, 2007	2/1/07-2/28/07	\$6,867.50	\$ 0	\$6,867.50	\$ 0
July 20, 2007	3/1/07-3/31/07	\$35,875.00	\$ 0	\$35,875.00	\$ 0
November 14, 2007	4/1/07-4/30/07	\$21,425.00	\$ 0	\$21,425.00	\$ 0
November 14, 2007	5/1/07-5/31/07	\$23,010.00	\$ 0	\$23,010.00	\$ 0
November 14, 2007	6/1/07-6/30/07	\$8,505.00	\$ 0	\$8,505.00	\$ 0
November 14, 2007	7/1/07-7/31/07	\$2,070.00	\$ 0	\$2,070.00	\$ 0
November 14, 2007	8/1/07-8/31/07	\$1,040.00	\$ 0	\$1,040.00	\$ 0
November 14, 2007	9/1/07-9/30/07	\$3,925.00	\$ 0	\$3,925.00	\$ 0

**SUMMARY OF TIME FOR BILLING PERIOD  
JULY 22, 2002 THROUGH SEPTEMBER 30, 2007**

The attorneys who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly billing rate	Total billed hours	Total compensation
Edward J. Westbrook	Partner	30	Litigation	\$650	1,289.2	837,980.00
Robert M. Turkewitz	Partner	20	Litigation	\$400	1,492.0	596,800.00
James L. Ward, Jr.	Associate	5	Litigation	\$265	1,225.2	324,678.00
Robert S. Wood	Associate	4	Litigation	\$240	773.4	185,616.00
Matthew J. Thiesing	Associate	4	Litigation	\$225	6.0	1,350.00
Thomas P. Gressette	Associate	7	Litigation	\$235	10.1	2,373.50
<b>TOTALS</b>					<b>4,795.9</b>	<b>\$1,948,797.50</b>

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly billing rate	Total billed hours	Total compensation
Kim Carr	Paralegal	13	Litigation	\$125	603.6	75,450.25
Janet Bakst	Paralegal	10	Litigation	\$125	1,659.7	207,462.50
Lizzie Kerrison	Paralegal	17	Litigation	\$125	2,434.4	304,300.00
Kim Garcia	Lit. Support	8	Litigation	\$75	145.4	10,905.00
Linda Hambleton	Lit. Support	2	Litigation	\$75	279.6	20,970.00
Carrie Hughes	Paralegal	23	Litigation	\$125	932.3	116,537.50
Sally Hollings	Lit. Support	4	Litigation	\$75	86.9	6,517.50
Adam Lorenz	Lit. Support	1	Litigation	\$75	144.6	10,845.00
Anne Crouse	Lit. Support	1	Litigation	\$75	22.3	1,672.50
Gena Martin	Lit. Support	8	Litigation	\$75	163.8	12,285.00
Jodi Handshaw	Lit. Support	15	Litigation	\$75	1.3	97.50
Ian Jones	Tech. Support	5	Litigation	\$110	39.8	4,378.00
Eric Maynard	Paralegal	10	Litigation	\$125	70.5	8,812.50
TOTALS					6,584.2	\$780,237.25

### **COMPENSATION BY PROJECT CATEGORY**

Category	Total Hours	Total Fees
22-ZAI Science Trial	11,380.1	\$2,729,034.75

### **ZAI SCIENCE TRIAL EXPENSES (CATEGORY 23)**

Description	Amount
Duplicating / Printing – Internal	7,451.47
Courier Service / Federal Express	8,684.47
Outside Duplicating	60,791.24
Lodging	15,305.37
Air Travel Expense	52,851.07
Taxi Expense	2,145.84
Mileage Expense	533.90
Travel Meals	3,903.65
Parking	817.10
Expert Services	416,165.82
Reference Materials/Westlaw Research	7,235.72
Outgoing Faxes	819.00
Contract Labor	22,646.01
Court Reporter Services	39,765.84
Witness Location Fee	2,788.18
Car Rental Expense	968.69
Federal Express / Postage Charges	12,044.66
Long-Distance Phone Calls	1,074.72
General / Miscellaneous Expenses	16,353.22
Total	\$688,699.19

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et al.</i> , <sup>1</sup>	)	Case. No. 01-1139 (KJC)
	)	Jointly Administered
Debtors	)	
	)	<b>Objection Deadline: June 6, 2014 at 4:00 p.m.</b>
	)	<b>Hearing Date: October 14, 2014 at 10:00 a.m.</b>

**FINAL APPLICATION OF RICHARDSON PATRICK WESTBROOK &  
BRICKMAN FOR COMPENSATION AND FOR REIMBURSEMENT OF  
EXPENSES AS LEAD SPECIAL COUNSEL FOR THE ZAI CLAIMANTS  
FOR THE PERIOD FROM JULY 22, 2002 THROUGH SEPTEMBER 30, 2007**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules Of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Court’s Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002 (the “Amended Administrative Order”), amending the Court’s Administrative Order Pursuant

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.); W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environments, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Cracoal, Inc., Gracoal II, Inc., Cuanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holdings, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001, the law firm of Richardson Patrick Westbrook & Brickman, LLC (“RPWB”) hereby applies for a Final Order allowing it compensation in the amount of \$2,729,034.75 and reimbursement of actual and necessary expenses in the amount of \$ 688,699.19 for a total of \$3,417,733.94, or one hundred percent (100%) of all compensation and expense reimbursement requested, for the period July 22, 2002 through September 30, 2007 (the “Fee Period”). In support of this Final Fee Application, RPWB respectfully represents as follows:

### **BACKGROUND**

#### **Retention of RPWB**

1. On April 2, 2001 (The “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
2. By this Court’s order effective as of July 22, 2002, RPWB was appointed as ZAI Lead Special Counsel to prosecute the ZAI “Science Trial” issues on behalf of the ZAI Claimants’ position against Debtors’ position (the “Appointment Order”). The Appointment Order authorizes an itemized budget for ZAI Counsel of \$1.5 million in fees and \$500,000 in expenses for prosecuting the Science Trial, against which

RPWB may be compensated for legal services at its hourly rates as specified to the Court, and for actual and necessary out-of-pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court. On July 28, 2003, the Court entered an Order increasing the budget by \$950,000 per side for additional attorney fees and expenses. On September 27, 2004, the Court entered another Order increasing the budget by \$750,000 per side for additional attorney fees and expenses.

**Monthly Fee Applications Covered Herein**

3. Pursuant to the procedures set forth in the Compensation Order, professionals may apply for monthly compensation and reimbursement (each such application, a “Monthly Fee Application”) subject to any objections lodged by the Notice Parties, as defined in the Compensation Order. If no objection is filed to a Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.
4. Furthermore, and also pursuant to the Compensation Order, professionals are to file and serve upon the notice parties a quarterly request (a “Quarterly Fee Application”) for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses



requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

5. Prior to the filing of this Final Fee Application, RPWB filed 61 monthly fee applications and 21 quarterly fee applications. RPWB is requesting final approval of all of its quarterly and monthly fee applications pursuant to this Final Fee Application.
6. The monthly fee applications covered by this Final Fee Application contain detailed daily time logs describing the actual and necessary services provided by RPWB during the Fee Period as well as other detailed information required to be included in fee applications.
7. During the Fee Period, RPWB prepared for the ZAI Science Trial and related procedures as detailed in the applications.

**Requested Relief**

8. By this Final Fee Application, RPWB requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by RPWB from July 2002 through September 30, 2007, and authorize and require payment of said amounts. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the Monthly Applications that already have been filed with the Court.

**Disinterestedness**

9. With the exception of its representation of asbestos claimants, RPWB does not hold or represent any interest adverse to the estates as stated in the Affidavit of Edward J. Westbrook in Support of the Application of the Asbestos Property Damage Committee to Retain Special Counsel, filed June 7, 2002.
10. In addition, RPWB may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases.

**Representations**

12. RPWB believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.
13. RPWB performed the services for which it is seeking compensation under its Court Appointment effective as of July 22, 2002.
14. During the Fee Period, RPWB has received no payment, nor has it received any promises for payment, from any other source for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases, except for its pending ZAI Class Counsel Fee Application.
15. Pursuant to Fed. R. Bank. P. 2016(b), RPWB has not shared, nor has it agreed to share: (a) any compensation it has received or may receive from the quarterly or monthly applications with another party or person other than with the partners, counsel and associates of RPWB; or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

WHEREFORE, RPWB respectfully requests that the Court enter an order providing: (a) that for the Fee Period an administrative allowance be made to RPWB in the sum of (i) \$ 2,729,034.75 as compensation for reasonable and necessary professional services, and (ii) \$ 688,699.19 for reimbursement of actual and necessary costs and expenses incurred (for a total of \$ 3,417,733.94); (b) that the Debtors have paid all such sums; and (c) that this Court grant such further relief as is equitable and just.

Date: May 9, 2014  
Wilmington, DE

SULLIVAN · HAZELTINE · ALLINSON LLC



William D. Sullivan (No. 2820)  
William A. Hazeltine (No. 3294)  
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COUNSEL FOR ZAI CLAIMANTS

-and-

Edward J. Westbrook, Esq.  
**RICHARDSON PATRICK**  
**WESTBROOK & BRICKMAN**  
1037 Chuck Dawley Blvd., Bldg. A  
Mount Pleasant, SC 29464  
Phone: (843) 727-6513  
FAX: (843) 727-6688

LEAD SPECIAL COUNSEL FOR  
ZAI CLAIMANTS

VERIFICATION

STATE OF SOUTH CAROLINA :  
:  
COUNTY OF CHARLESTON :


Edward J. Westbrook, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant law firm Richardson Patrick Westbrook & Brickman, LLC and have been admitted to appear before this Court.

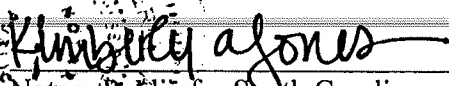
b) I am familiar with other work performed on behalf of the ZAI Claimants by the lawyers and paraprofessionals of RPWB.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application substantially complies with such Rule and Order.

Dated: May 9, 2014

  
Edward J. Westbrook  
RICHARDSON PATRICK WESTBROOK  
& BRICKMAN  
1037 Chuck Dawley Blvd., Bldg. A  
Mount Pleasant, SC 29464  
Phone: 843.727.6513  
Email: ewestbrook@rpwb.com

SWORN AND SUBSCRIBED  
Before me this 9th day of May, 2014.

  
Notary Public for South Carolina

My Commission Expires: February 27, 2024